

DIRECTOR CODE OF CONDUCT

I. GUIDELINES OF PROFESSIONAL CONDUCT:

A. Each Director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a bona fide manner in the interest of the Company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person; and
- (7) assist the Company in implementing the best corporate governance practices.

B. Additionally, each Independent Director shall:

- (1) refrain from any action that would lead to loss of his independence;
- (2) safeguard the interests of all stakeholders;
- (3) where circumstances arise which make an Independent Director lose his independence, the Independent Director must immediately inform the Board accordingly.

II. ROLE AND FUNCTIONS:

A. The Directors shall:

- (1) bring an objective view in the evaluation of the performance of the Board and management;
- (2) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (3) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (4) safeguard the interests of all stakeholders;
- (5) balance the conflicting interest of the stakeholders; and
- (6) moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

B. Additionally, the Independent Directors shall:

- a. help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct; and
- b. safeguard the interests of minority shareholders.

III. DUTIES:

The Directors shall:

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company and its businesses;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- (3) strive to attend all meetings of the Board and of the Board committees of which they are members;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the Company;
- (6) where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the Company and the external environment in which it operates;
- (8) not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board; ss
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- (10) ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

IV. RE-APPOINTMENT:

The re-appointment of the Independent Directors shall be on the basis of report of performance evaluation.

V. RESIGNATION OR REMOVAL:

The resignation or removal of an Independent Director shall be in the same manner as is provided in Sections 168 and 169 of the Act.

VI. DISQUALIFICATION FROM APPOINTMENT:

A person shall not be eligible for appointment, and if appointed shall forthwith resign or be liable to be removed as a Director or an Independent Director if:

- (1) he is of unsound mind and stands so declared by a competent court;
- (2) he is an undischarged insolvent;
- (3) he has applied to be adjudicated as an insolvent and his application is pending;
- (4) he has been convicted by a court or any Governmental Authority of any offence, whether involving moral turpitude or otherwise. In such case, his disqualification to act as a Director shall be effective immediately;
- (5) an order disqualifying him for appointment as a Director has been passed by a court or Governmental Authority and the order is in force;
- (6) he has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and 6 (six) months have elapsed from the last day fixed for the payment of the call;
- (7) he has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding 5 (five) years; or
- (8) he has not complied with sub-section (3) of section 152 of the Act.
- (9) he has not attended three consecutive Board Meetings nor sought a leave of absence

VII. EVALUATION MECHANISM OF INDEPENDENT DIRECTORS:

- (1) The performance evaluation of Independent Directors shall be done by the entire Board, excluding the Independent Director being evaluated.
- (2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of an Independent Director.